

**ARTICLES OF ORGANIZATION
OF
LIBERTY MUTUAL HOLDING COMPANY**

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LIBERTY MUTUAL HOLDING COMPANY
(Under G.L. Ch. 156B
and G.L. Ch. 175, s.49)**

**ARTICLE I
Name**

The name of the Company is Liberty Mutual Holding Company (the "Company").

**ARTICLE II
Organization**

The Company is a mutual holding company organized under Sections 19F to 19W, inclusive, of Chapter 175 of the Massachusetts General Laws.

**ARTICLE III
Purpose**

The purpose of the Company is (i) to own, directly or indirectly, at least 51 percent of the voting stock of Reorganized Liberty Mutual Insurance Company, the stock insurer into which Liberty Mutual Insurance Company, a mutual insurer, has been reorganized in accordance with the provisions of Sections 19F to 19W, inclusive, of Chapter 175 of the Massachusetts General Laws; and (ii) to engage in any other lawful activities permitted to a mutual holding company under the Massachusetts General Laws.

The Company may be a general or limited partner in any business enterprise which the Company would have power to conduct by itself.

**ARTICLE IV
No Voting Stock**

The Company is not authorized to issue voting stock.

ARTICLE V
Member Rights

The members of the Company shall have the rights specified in (i) subsections (a) to (n) of Section 19K of Chapter 175 of the Massachusetts General Laws, (ii) these Articles of Organization and (iii) the Company's bylaws.

ARTICLE VI
Dividends

No dividends shall be declared except upon **b** vote of the Board of Directors.

ARTICLE VII
Assets and Liabilities

The Company's assets and liabilities are, to the extent provided in Sections 19F to 19W, inclusive, of Chapter 175 of the Massachusetts General Laws, subject to inclusion in the estate of Liberty Mutual Insurance Company in any proceedings successfully prosecuted against Liberty Mutual Insurance Company under Section 6 or Sections 180A to 180L, inclusive, of Chapter 175 of the Massachusetts General Laws.

ARTICLE VIII
Amendment of Articles of Organization

The Company expressly reserves the right to amend its articles of organization from time to time in such manner and for such purposes as may at the time be permitted by law.

ARTICLE IX
Elimination of Liability

No director shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a director, to the extent that such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date upon which this

provision becomes effective. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

The following information shall not for any purpose be treated as a permanent part of the Company's Articles of Organization.

ARTICLE X
Principal Office

The initial principal office of the Company is located at 175 Berkeley Street, Boston, Massachusetts.

ARTICLE XI
Directors and Officers

The names and post office addresses of the initial directors and officers of the Company are as described below:

Directors

<u>Name</u>	<u>Address</u>
Gerald E. Anderson	175 Berkeley Street, Boston, Massachusetts
Michael J. Babcock	175 Berkeley Street, Boston, Massachusetts
Charles I. Clough, Jr.	175 Berkeley Street, Boston, Massachusetts
William F. Connell	175 Berkeley Street, Boston, Massachusetts
Gary L. Countryman	175 Berkeley Street, Boston, Massachusetts
Paul J. Darling, II	175 Berkeley Street, Boston, Massachusetts
John P. Hamill	175 Berkeley Street, Boston, Massachusetts
Marian L. Heard	175 Berkeley Street, Boston, Massachusetts
Edmund F. Kelly	175 Berkeley Street, Boston, Massachusetts
Thomas J. May	175 Berkeley Street, Boston, Massachusetts
Ray B. Mundt	175 Berkeley Street, Boston, Massachusetts
Kenneth L. Rose	175 Berkeley Street, Boston, Massachusetts
Glenn P. Strehle	175 Berkeley Street, Boston, Massachusetts

Officers

<u>Name</u>	<u>Position</u>	<u>Address</u>
Edmund F. Kelly	Chairman of the Board, President and Chief Executive Officer	175 Berkeley Street, Boston, Massachusetts
Gary L. Countryman	Chairman Emeritus	175 Berkeley Street, Boston, Massachusetts
John B. Connors	Executive Vice President	175 Berkeley Street, Boston, Massachusetts
Gary R. Gregg	Executive Vice President	175 Berkeley Street, Boston, Massachusetts
Roger L. Jean	Executive Vice President	175 Berkeley Street, Boston, Massachusetts
Thomas C. Ramey	Executive Vice President	175 Berkeley Street, Boston, Massachusetts
J. Paul Condrin, III	Senior Vice President and Chief Financial Officer	175 Berkeley Street, Boston, Massachusetts
J. Terry L. Conner	Senior Vice President and Chief Information Officer	175 Berkeley Street, Boston, Massachusetts
J. Alexander Fontanes	Senior Vice President and Chief Investment Officer	175 Berkeley Street, Boston, Massachusetts
J. Christopher C. Mansfield	Senior Vice President and General Counsel	175 Berkeley Street, Boston, Massachusetts
Helen E. R. Sayles	Senior Vice President	175 Berkeley Street, Boston, Massachusetts
Stephen G. Sullivan	Senior Vice President	175 Berkeley Street, Boston, Massachusetts
Barry S. Gilvar	Vice President, Secretary and Clerk	175 Berkeley Street, Boston, Massachusetts
Douglas M. Hodes	Vice President and Corporate Actuary	175 Berkeley Street, Boston, Massachusetts
Dennis J. Langwell	Vice President and Comptroller	175 Berkeley Street, Boston, Massachusetts
Elliot J. Williams	Vice President and Treasurer	175 Berkeley Street, Boston, Massachusetts

